

1 SETH ARONSON (S.B. #100153)
saronson@omm.com
2 MATTHEW W. CLOSE (S.B. #188570)
mclose@omm.com
3 O'MELVENY & MYERS LLP
400 South Hope Street
4 Los Angeles, California 90071-2899
Telephone: (213) 430-6000
5 Facsimile: (213) 430-6407

6 JONATHAN ROSENBERG (*pro hac vice*)
jrosenberg@omm.com
7 WILLIAM J. SUSHON (*pro hac vice*)
wsushon@omm.com
8 O'MELVENY & MYERS LLP
Seven Times Square
9 New York, New York 10036
Telephone: (212) 326-2000
10 Facsimile: (212) 326-2061

11 *Attorneys for Defendants*
12 *Bank of America Corporation, NB Holdings Corporation,*
13 *and Bank of America, N.A., as successor by July 1, 2011 de*
jure merger to Defendant BAC Home Loans Servicing, L.P.

14 **UNITED STATES DISTRICT COURT**
CENTRAL DISTRICT OF CALIFORNIA

15 IN RE COUNTRYWIDE
16 FINANCIAL CORP. MORTGAGE-
17 BACKED SECURITIES
18 LITIGATION CASES

Case No. 11-ML-02265-MRP (MANx)
**DECLARATION OF MATTHEW W.
CLOSE IN SUPPORT OF BAC
DEFENDANTS' REQUEST FOR
JUDICIAL NOTICE IN SUPPORT OF
THEIR MOTION TO DISMISS**

19 Date: January 26, 2012
20 Time: 1:00 p.m.
Courtroom: 12

21 Judge: Hon. Mariana R. Pfaelzer

22 THRIVENT FINANCIAL FOR
23 LUTHERANS, *et al.*,

24 Plaintiffs,

25 v.

26 COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*,

27 Defendants
28 .

Case No. 11-CV-07154-MRP (MANx)

1 I, Matthew W. Close, declare as follows:

2 1. I am an attorney licensed to practice law in the State of California, am a
3 member in good standing of the State Bar of California, and am admitted to the bar
4 of the United States District Court for the Central District of California. I am a
5 partner of O'Melveny & Myers LLP, counsel for Defendants Bank of America
6 Corporation, NB Holdings Corporation, and Bank of America, N.A., as successor by
7 July 1, 2011 *de jure* merger to BAC Home Loans Servicing, LP (named herein as
8 BAC Home Loans Servicing, LP) (collectively, the "BAC Defendants") in the
9 above-captioned matter. I make this declaration based upon my knowledge of the
10 facts stated herein, and if called to testify, I could and would testify competently
11 thereto. I submit this declaration in support of the BAC Defendants' Reply in
12 Support of Their Motion to Dismiss.

13 2. Attached as Exhibit A is a true and correct copy of pages 1–4 and 24–
14 28 of the Transcript from the October 17, 2011 Status Conference in *Putnam Bank*
15 *v. Countrywide Fin. Corp.*, Case No. CV 11-04698-MRP (MANx) (C.D. Cal. Oct.
16 17, 2011), as received by O'Melveny & Myers LLP from the court reporter on or
17 around October 18, 2011.

18 3. Attached as Exhibit B is a true and correct copy of Seq. Nos. 1–15,
19 2779–2800, and 3023–24 of the Federal Financial Institutions Examination
20 Council's National Information Center Standard Organization Hierarchy Report as
21 of January 9, 2012, for Bank of America Corporation (1073757), as printed on
22 January 9, 2012, from the Federal Financial Institutions Examination Council's
23 website at [http://www.ffiec.gov/nicpubweb/nicweb/OrgHierarchySearchForm.aspx?](http://www.ffiec.gov/nicpubweb/nicweb/OrgHierarchySearchForm.aspx?parID_RSSD=1073757&parDT_END=99991231)
24 [parID_RSSD=1073757&parDT_END=99991231](http://www.ffiec.gov/nicpubweb/nicweb/OrgHierarchySearchForm.aspx?parID_RSSD=1073757&parDT_END=99991231).

25 4. Attached as Exhibit C is a true and correct copy of pages i–vi and 127–
26 28 of the plaintiffs' May 9, 2011 Memorandum of Law in Opposition to
27 Defendants' Motion to Dismiss in *Allstate Ins. Co. v. Countrywide Fin. Corp.*, Case
28

1 No. 10 Civ. 9591 (AKH) (S.D.N.Y. May 9, 2011), as printed from the Southern
2 District of New York's PACER website (<http://www.pacer.gov/findcase.html>) on or
3 about January 9, 2012.

4 I declare under penalty of perjury that the foregoing is true and correct to the
5 best of my knowledge, information, and belief.

6 Executed on January 12, 2012 in Los Angeles, California.

7
8
9 /s/ Matthew W. Close
Matthew W. Close